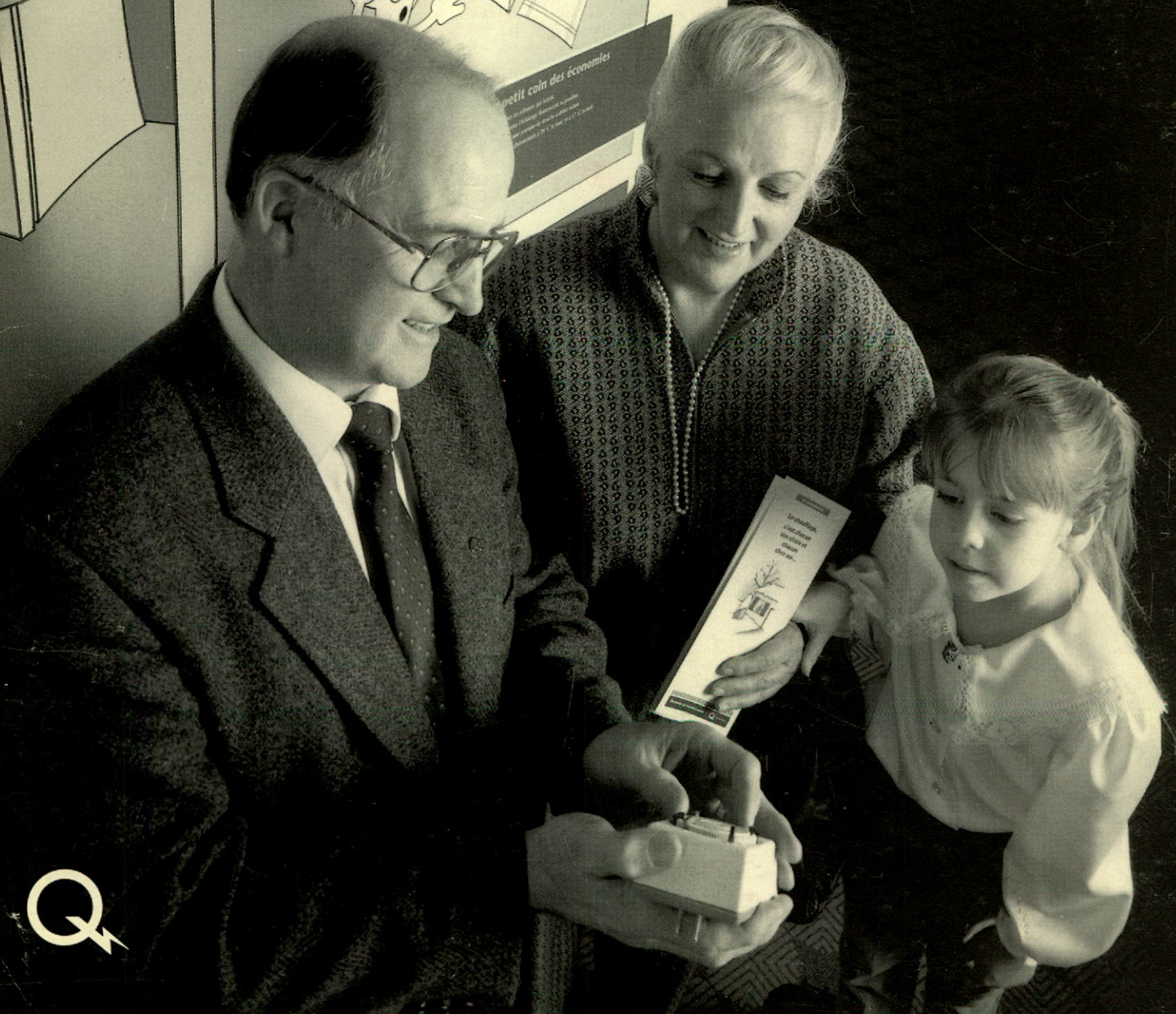
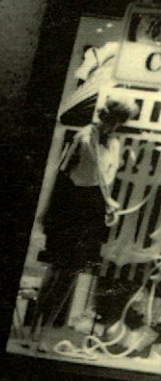
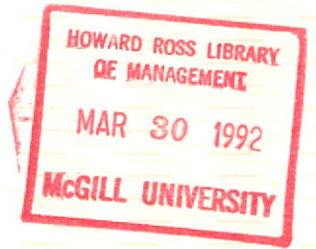


petit coin des économies
Les économies d'eau chaude sont réalisées en installant un chauffe-eau à basse température (à 55°C) au lieu d'un chauffe-eau à haute température (à 75°C).
Cela permet de réduire la consommation d'énergie de 10% à 15%.





*Deputy Prime Minister and
Minister of Energy and Resources*

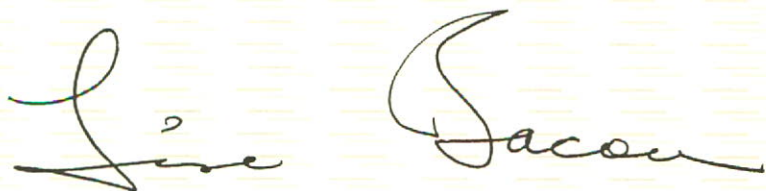
Québec City, March 10, 1992

Mr. Jean-Pierre Saintonge
President of the National Assembly of Québec
Québec City

Dear Sir,

I have the honor of submitting to you the annual
report of Hydro-Québec for the year ended
December 31, 1991.

Yours respectfully,



TWO-YEAR REVIEW

FINANCIAL DATA			Variation in %
(in \$M)	1991	1990	
Gross Revenue	6,284	5,883	6.8
Total Expenditure	3,183	3,045	4.5
Net Income	760	404	88.1
Assets	41,851	36,684	14.1
Long-Term Debt	28,111	24,072	16.8
OPERATING DATA			
Gross Generation (in TWh)	121.9	115.2	5.8
Total Sales (in TWh)	137.0	135.1	1.4
Installed Capacity* (in MW)	26,839	25,682	4.5
Customer Accounts (in thousands)	3,216	3,151	2.1
PERSONNEL**			
Permanent	20,755	20,067	3.4
Temporary***	5,985	5,222	14.6

* In addition to its own installed capacity, Hydro-Québec has access to most of the generation of the Churchill Falls power plant, which has a nominal capacity of 5,428 MW.

** These figures exclude employees on loan to subsidiaries.

*** Annual average.

UNITS OF MEASUREMENT

GWh : gigawatt-hour, or 1 million kilowatthours

TWh : terawatt-hour, or 1 billion kilowatthours

MW : megawatt, or 1 million watts

\$M : millions of dollars

MESSAGE FROM THE CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER,
AND THE PRESIDENT AND CHIEF OPERATING OFFICER

FOR HYDRO-QUÉBEC, 1991 WAS A YEAR OF CHALLENGES ON SEVERAL FRONTS. OUR FUNDAMENTAL FOCUS ON CUSTOMER SATISFACTION WAS FOLLOWED THROUGH IN NUMEROUS CONCRETE ACTIONS BACKED BY CLEAR MANAGEMENT CHOICES. AND DESPITE THE DIFFICULT ECONOMIC CLIMATE, WE HONORED OUR COMMITMENTS TO OUR PARTNERS.

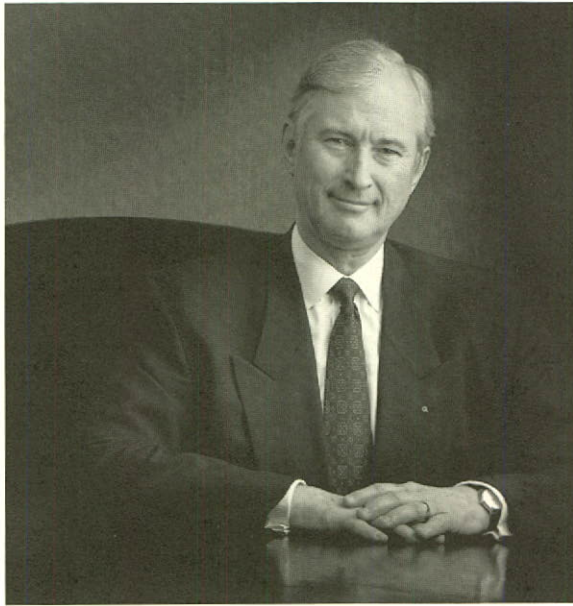
ONE YEAR INTO DÉFI PERFORMANCE, OUR COMPANY-WIDE TOTAL QUALITY MANAGEMENT DRIVE, THE PICTURE LOOKS GOOD. WE ARE FOCUSING, COORDINATING AND INTENSIFYING OUR ACTIVITIES TO MATCH OUR CUSTOMERS' NEEDS, AND TO CONTINUOUSLY IMPROVE CUSTOMER SERVICE. CUSTOMERS ARE ALSO KEY IN THE MAJOR ENERGY-EFFICIENCY PROJECT LAUNCHED IN THE SPRING OF 1990, AND INTENSIFIED IN 1991, TO REDUCE ELECTRICITY CONSUMPTION. HERE THEN ARE TWO IMPORTANT COMMITMENTS THAT REFLECT THE MODERN MANAGEMENT IMPERATIVES WE HAVE ADOPTED IN RECENT YEARS. THEY ENABLE US TO PROVIDE THE RIGHT FIT OF PRODUCT AND SERVICES, AND SECURE AN ADEQUATE ENERGY SUPPLY FOR QUÉBECERS, WHILE RESPECTING THE ENVIRONMENT AND MAINTAINING THE UTILITY'S FINANCIAL HEALTH.

IN 1991, HOWEVER, A FURTHER CHALLENGE APPEARED AS SOME OF OUR MAJOR DEVELOPMENT STRATEGIES CAME UNDER FIRE. PUBLIC CONTROVERSY AROSE OVER OUR ELECTRICITY EXPORTS AND RISK-AND-PROFIT-SHARING CONTRACTS WITH SOME INDUSTRIAL CUSTOMERS. THERE WAS ALSO NEW DEBATE ON THE ECONOMIC, SOCIAL AND ENVIRONMENTAL IMPACTS OF HYDROELECTRIC DEVELOPMENT. SO WE MADE EVERY ATTEMPT TO EXPLAIN OUR VIEWPOINT AND RE-ESTABLISH THE FACTS, EXTENDING OUR INFORMATION ACTIVITIES TO A BROADER PUBLIC, BOTH INSIDE AND OUTSIDE QUÉBEC.

Financial objectives attained

We closed the year with net income of \$760 million, in line with our forecasts. This represented an 88.1% increase over the previous year, when we were obliged to take exceptional measures to raise reservoir levels and offset the cumulative impact of several consecutive years of low runoff. The measures were suspended in late 1990, but the low level of precipitation from spring to fall 1991 forced us to resume buying backup electricity from neighboring systems in the fall. The financial impact of these purchases will be felt primarily during 1992.

Our financial expenses were appreciably lower in 1991, owing mainly to lower interest rates. The markets were very receptive to our debt securities, which prompted us to substantially increase the volume of borrowings. In fact, we took advantage of favorable market conditions to complete prefinancing of \$2,062 million beyond our 1991 borrowing requirements. In June and September we launched our first two \$1,100-million global offerings, which were extremely well received, a clear sign that the national and international financial community continues to show confidence in us.



*Richard Drouin, Chairman of the Board
and Chief Executive Officer*



*Claude Boivin, President
and Chief Operating Officer*

Because capital expenditure and financing were up in 1991, two of our financial ratios deteriorated slightly, falling temporarily short of objectives: self-financing and capitalization stood at 27.5% and 23.7% respectively at year-end. Our other financial ratios rose substantially, as a result of the increase in income. To maintain sound financial health and meet our partners' requirements, we will sustain our marketing efforts, exercise continued vigilance over operating expenditure, and hone our management practices even further.

Groundwork for total quality in place

With the profound changes taking place on national and international markets, clear objectives and a systematic approach are more than ever essential to the development of any large corporation. Hence the importance of Défi performance, which is central to the process of continuous quality improvement we initiated in 1990. Over the first five years of its implementation, we will see employees rally around precise goals that will lead to lasting progress at every level and in every sector of corporate activity.

The total quality challenge got off to a great start in 1991. In phase I, the issues at stake were explained, as were the new work processes these will imply. Management and employees took part in a number of training and development activities, and the first improvement teams were set up.

At the same time, and consistent with the new division of responsibilities in the operating sector, particularly in our regions, a far-reaching study is in progress. We expect this to result in greater flexibility within our organization, and even greater focus on the customer in 1992 .

Continued progress in customer service

The myriad routine procedures we carry out to ensure continuity of supply and customer satisfaction were targeted and organized more methodically in 1991. And our special product-quality enhancement programs kept the technical performance recovery on track. Average annual interruption time per customer fell again, and we are confident of attaining our 1995 continuity-of-service objective: to achieve uninterrupted electricity supply for an average of at least 8,756 hours per customer in an 8,760-hour year.

Customer satisfaction is up, complaints are down, and poll results are encouraging. Level of satisfaction stood at an average of almost 80% in 1991, up from around 62% in 1990. The notable improvements were in the percentage of customers getting actual meter readings as opposed to estimated bills, the time taken to obtain an electricity connection, and ease of telephone access to our customer representatives. Customer information and assistance were improved. All customers now receive comprehensive guides to the services and programs available to them. Customers scheduled for service interruptions are given more systematic notice. The processing of complaints has accelerated, and with the present economic climate, we have increased the number of arrangements we make with customers having difficulty paying their bills. For our commercial, institutional and industrial customers, we are carefully tailoring the assistance and advice we offer, so it more closely matches their requirements.

Customers respond to energy efficiency

Although Hydro-Québec has a more than 20-year history of energy efficiency, we have been stepping up our efforts since 1990. If we can help customers get the best possible return on their electricity dollar we can sustain our society's energy choices and achieve the sustainable development we all desire.

Partnership was key on the energy-efficiency front in 1991 in introducing energy-conservation programs and measures, and in completing many promising trials and studies. Together with our consumption-management activities, these actions resulted in overall savings equivalent to the energy consumed annually by 13,000 people in a Québec town, (Matane, on the Lower St. Lawrence, for example), or the output of a generating station like Rivière-des-Prairies. Our intervention-based energy-savings objective of 9.3 TWh per year on the 2000 horizon – on top of natural savings of 3.6 TWh – remains one of the more ambitious among North American electric utilities.

Adjusting supply to demand in a fluctuating market

We now have the flexibility to react rapidly to the demand variations that have characterized the electricity market in the last few years. Despite the lingering recession and gains in energy efficiency, total electricity sales were up 1.4% over the previous year, reaching 137.0 TWh in 1991. Québec's industrial sector, particularly smelting and refining, registered the largest increase.

The anticipated growth in exports did not materialize, due to the economic climate in the northeastern United States. Exports accounted for 7.2% of our total electricity sales in 1991. The New York Power Authority decided to postpone ratification of a 1,000-MW contract by one year (to November 30, 1992), a decision based on a reassessment of their immediate energy requirements. The needs are real, however, for the medium and long term, even with the expected energy savings gains and slower growth. Export demand, like demand in Québec, is still prone to large fluctuations in the coming years. But we have the flexibility to adjust supply accordingly. Clearly defined procedures help us, for example, achieve optimal reservoir management, constantly assess our position and take action where appropriate. Electricity supply is therefore assured, because our energy reserve always contains an adequate margin of manoeuvre.

The construction program went ahead in 1991. The first three generating units of La Grande-2-A generating station, totalling 999 MW, were commissioned, and will be followed by three more in 1992. Completion of other work at Phase II of the La Grande complex is on schedule and as budgeted: by 1995, three new generating stations – Brisay, Laforge-1, and La Grande-1 – will be added to existing facilities. According to our revised plans, however, Laforge-2 and Eastmain-1 generating stations, currently under study, will be built one year later than originally scheduled, in 1996 and 1997 respectively. The Grande-Baleine complex, initially scheduled for commissioning in 1998, has also been put back, primarily as a result of the downward revision of growth forecasts from now until the end of the century.

Growing public dialogue

Information, communication and consultation: these were the facets of public dialogue in 1991. Information from the utility reached a wider audience than ever. Generally speaking, we made ourselves more available, increasing our presence in the public arena, forging links and engaging in debate on pressing concerns about hydroelectric development and environmental protection. And we put in place in 1991 a new public involvement mechanism as part of the process of preparing our Development Plan. A first series of meetings has already been held with some of the main interest groups in Québec, with a view to more open discussion on our orientations.

Reaction to this new formula is very favorable and there is growing public satisfaction with the information we provide. But we face strong opposition from certain groups in Québec and elsewhere, and have gone to considerable lengths to make our viewpoint known beyond our usual constituency. Increasing our presence abroad puts us in a better position to explain our activities and projects to our international partners — decision-makers, investors and the general public.

Partnership spinoffs

In a 1991 context increasingly marked by North American free trade and the globalization of financial markets, our links with partners in all sectors of corporate activity were crucial. We will be calling upon our suppliers, who are already active contributors to our progress, to increasingly participate in our drive for total quality. Our purchases supported Québec manufacturers, while promoting job creation in Québec. We were the beneficiaries of technological input from engineers and researchers in many areas of specialization which resulted in development of improved products and processes; our excellent research and development record owes a great deal to their active support. Last but not least, we continued our long-standing cooperation with both private and public sector environmental specialists, who work with us to achieve sustainable development.

Men and women of commitment

1991 proved yet again that our employees are the key to our success. Increasingly, in a climate of uncertainty, employee input at every level is a determining factor. The quality of individual contributions has enabled the utility to overcome past difficulties and, no doubt, will be crucial to meeting the challenges of the future. The evident commitment of managers and employees alike has instilled a new spirit of openness and confidence at Hydro-Québec, helping it acquire a more human face and move closer to its customers and its publics. We are resolved to continue in this vein. The September 1991 signing of collective agreements involving 17,300 employees with the Canadian Union of Public Employees indicates the climate of respect that will be the hallmark of all our relations.

In closing, we would like to express our gratitude to Claire Léger, Michel Bélanger and François Geoffrion, who stepped down in 1991 after many years of active contribution on the Board of Directors. Our sincere thanks go to Jacques Guevremont and Maurice Huppé, who both left the utility after 36 years of service, for their invaluable contributions to the promotion of electricity sales outside Québec, and to the advancement of research and development and scientific knowledge, respectively. And we welcome to the Board Nicole Malo, Deputy Minister of Energy and Resources, who replaces Mr. Geoffrion.

Finally, may we pay special tribute to Roland Giroux, who died on November 4, 1991. As President of Hydro-Québec from 1969 to 1977, Mr. Giroux was one of the early architects of the utility, and without any doubt an outstanding figure in its development.



Richard Drouin, QC

Chairman of the Board and Chief Executive Officer



Claude Boivin

President and Chief Operating Officer

DÉFI PERFORMANCE: GROUNDWORK FOR TOTAL QUALITY IN PLACE

In fall 1990, Hydro-Québec informed its shareholder and its employees of the main thrusts of a vast corporate project to introduce total quality management. The ultimate goal of this five-year project, called *Défi performance*, is total customer satisfaction.

In 1991, the objective was to prepare the ground, and put in place the components needed to initiate continuous improvement and a radical change in our management habits. To attain this objective, we pursued a fivefold strategy.

Managing the transition. Provisional rules were drawn up for certain strategic activities – organization, information systems, budget, labor relations, executive development, human resources and communications – to ensure they are carried out in harmony with quality management. At a later date, guidelines will be established that incorporate the values of total quality.

Making quality official. To ensure a smooth and gradual transition, a “lead team” structure has been set up, whose role is to promote the integration of quality management in the decision-making process. This structure consists of a Quality steering committee, an objectives-deployment committee, corporate management committees, facilitators and the newly created Quality branch.

Sensitizing employees. Information procedures are now in place to sensitize the workforce: managers

constituted the principal communications and information target, as they are the ones who will direct the overall change. As part of this process, senior-level managers each received an average of 20 days’ *Défi performance* training. Training in quality values and principles has also been given to more than 1,000 employees at every reporting level.

Setting up improvement teams. Improvement teams are fundamental to this culture change and are composed of employees who get together to resolve work-related problems. More than 70 teams are now at work.

Managing improvement targets. *Défi performance* also involves setting improvement targets for customer satisfaction. In 1991, managers collaborated in introducing a new formula for setting objectives. The rigor of *Défi performance*, coupled with the improvement efforts under way for some years now, have succeeded in reversing the performance pattern observed over the last 10 years in several sectors of activity. Moreover, work on the improvement targets has led to some in-depth thinking on the future of Hydro-Québec, and on ways to achieve satisfaction for customers and for Québec society at large.

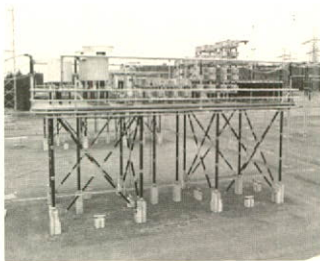
At the end of Year 1 of *Défi performance*, we can confidently state that the groundwork has been laid. Year 2 will be the year of assumption of the quality approach by Hydro-Québec management and employees alike.



Hydro-Québec's quest for quality depends increasingly on the efforts of its improvement teams. Gérard Pépin, Michel Lambert, Serge Poulin, Francine Maurice, Cécile Meunier, André Marcil, Jacques Choquette and Carole B. Vigeant get together an hour a week to solve work-related problems.

Reliability Enhancement Program

– Transmission System. Series compensation is the main project under this program. This involves installing series compensators on power lines, to increase the sturdiness and carrying capacity of the transmission system. In October, we commissioned the first 735-kV series compensation substation: Bergeronnes. The remaining 10 series compensation substations will be commissioned gradually between 1992 and 1995. Shunt reactors have been installed in three 735-kV substations. The addition of new automatic controls and other work, to be completed by 1995, will affect a total of 20 or so 735-kV substations.



Bergeronnes series compensation substation



Visual inspection of underground installations

System-control and telecommunications improvement plan. This plan involves a series of measures, including automation of the regional control centres and the distribution control centres, and upgrading of the system control centre. These are the centres where decisions and actions vital to generating and delivering electricity are taken. Measures are designed to reduce the risk of power failures, lessen the impact that maintenance has on availability of equipment, and speed up restoration of service following interruptions.

Equipment rehabilitation. The power system is aging, and as the reliability of installations is vital to quality of service, we are carrying out a program to maintain installations in good working order as long as possible. This involves replacement of transmission and subtransmission equipment, and rebuilding or rehabilitation of generating facilities.

Maintenance policy. Implementation of the maintenance policy adopted in 1989 continues. The objective of this policy is to improve our practices by promoting well-advised, well-timed interventions that help reduce response times and increase the availability of facilities.

Technological development. Much of our research and development in generating, transmission and distribution equipment is intended to increase system productivity and reinforce the reliability and operating flexibility of installations. For instance, two systems have been developed: one is an expert system (LANGAGE) to make power-system operation easier; the other is a permanent monitoring system (SUPER) to increase the effectiveness of generating-unit maintenance.

Speedier processing of complaints. In 1991, 75% of all complaints received were processed within the time allowed, up from 61% in 1990, and the average processing time fell from 29 days in 1990 to 22 days in 1991. Of residential customers' complaints made in writing and therefore subject to the *Act respecting the examination of complaints from customers of electricity distributors*, 76% were processed within the authorized time, against 65% in 1990, and the average processing time dropped from 37 days in 1990 to 25 days in 1991.



More collections staff on the job

Information: one way of getting closer to our customers. During the year, we concentrated part of our information activities on topics of immediate concern to customers. Implementation of the Goods and Services Tax (GST), application of rate increases, the complaints review procedure, and safety at our facilities were all the subjects of bill stuffers. For young people, we produced energy-efficiency and safety awareness segments for the *Club des 100-watts* TV program.

At the height of the moving season, we supplied all our customers with notification forms and made special moving-notification telephone lines available to customers in the most densely populated sectors. In addition, to reach our customers whose mother tongue is neither French nor English, we televised announcements in 26 languages on community programming networks.

Collections. The collection of accounts is another facet of our customer relations. In recent years, the amount represented by collections claims, in other words, accounts unpaid at the due date, has increased dramatically, up 81% between 1988 and 1991. This is largely due to the economic climate, with customers in all categories having difficulty paying their bills. The situation has prompted us to bring in additional staff for collections, and the number of payment agreements signed with customers in difficulty has doubled. We also worked on improving and modernizing our business practices.



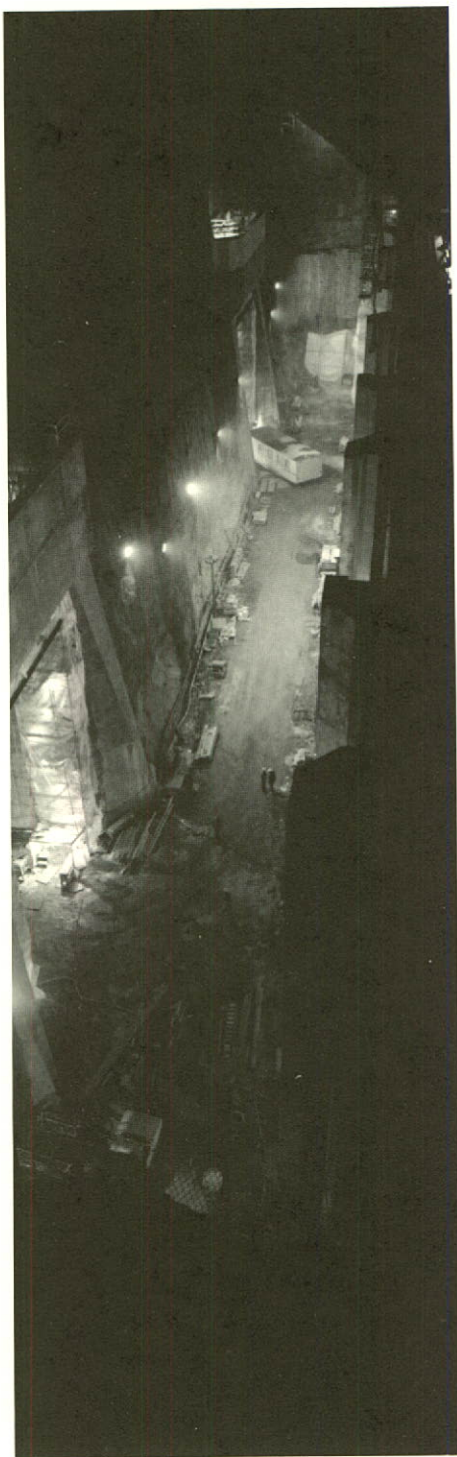
Teaching young people about safety and energy efficiency

*Openness and transparency:
Pierre Deschamps, Danielle
Lapointe and Nicole Primeau
prepare to meet various
interest groups invited to
take part in the consultation
process for Hydro-Québec's
next Development Plan.*

Objectif de la consultation

*Associer les publics
à l'élaboration du
développement
d'Hydro-Québec*





CONSOLIDATED STATEMENT OF RETAINED EARNINGS

	For the year ended December 31	
	(in millions of dollars) 1991	1990
Balance at beginning of year	\$4,263	\$3,859
Net income	760	404
Balance at end of year	<u>\$5,023</u>	<u>\$4,263</u>



The Power System in 1991



Energy reserve Runoff in 1991 was considerably below the long-term average in the drainage basins of the following river systems: Ottawa, Saint-Maurice, Bersimis, aux Outardes, Manicouagan, La Grande Rivière and Churchill. Runoff was slightly above average only in the St. Lawrence watershed. Overall, the runoff index was 0.84. The sparse inflows explain the decline in energy stored in the reservoirs, from 80 TWh at January 1, 1991, to 74 TWh at January 1, 1992. These figures include the energy reserves of the Churchill Falls complex.

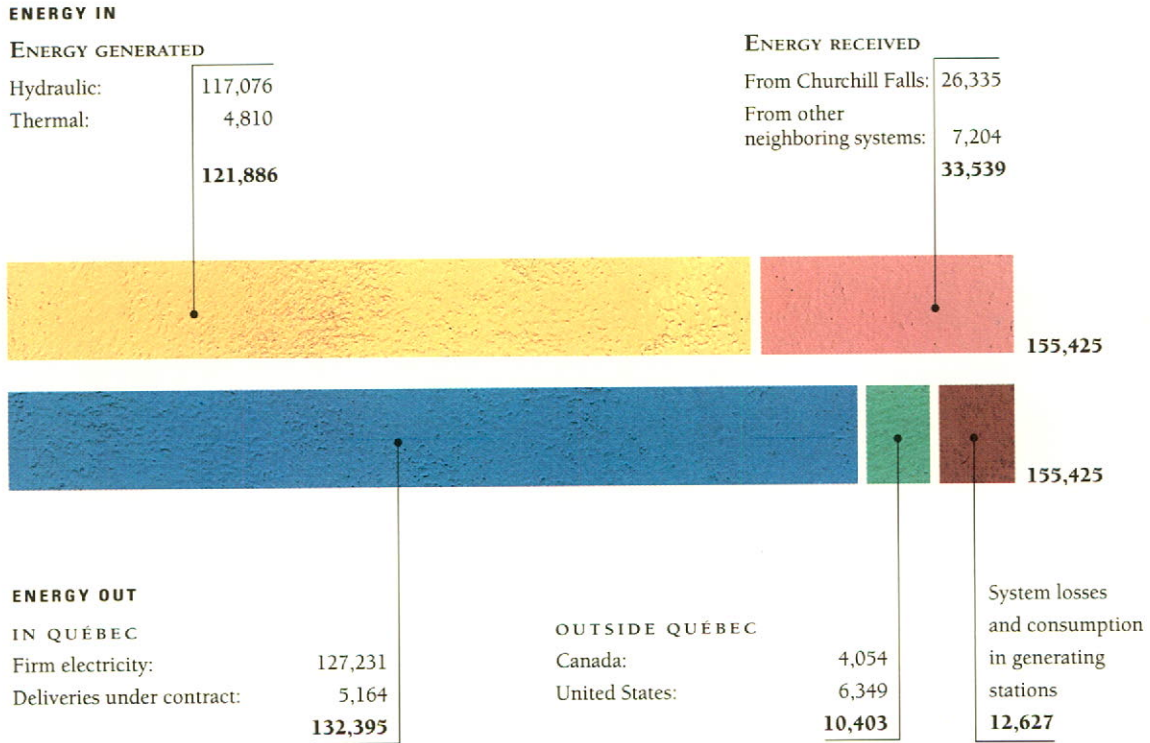
Generation Gross generation of Hydro-Québec's generating stations was 122 TWh in 1991, 5.8 TWh more than in 1990. This generation was 96.1% hydroelectric. The four generating stations of the La Grande complex alone supplied 48.8% of the hydroelectric generation. Gentilly-2 and Tracy power stations generated 87.3% and 7.2% of the thermal-electric power.

Installed capacity In 1991, the installed capacity of the Hydro-Québec system increased by 1,157 MW to reach 26,839 MW at December 31. Most of the increase came from the commissioning of the first three generating units at the La Grande-2-A power station. Hydro-Québec also has access under contract to most of the generation of the Churchill Falls power plant, which has a nominal capacity of 5,428 MW.

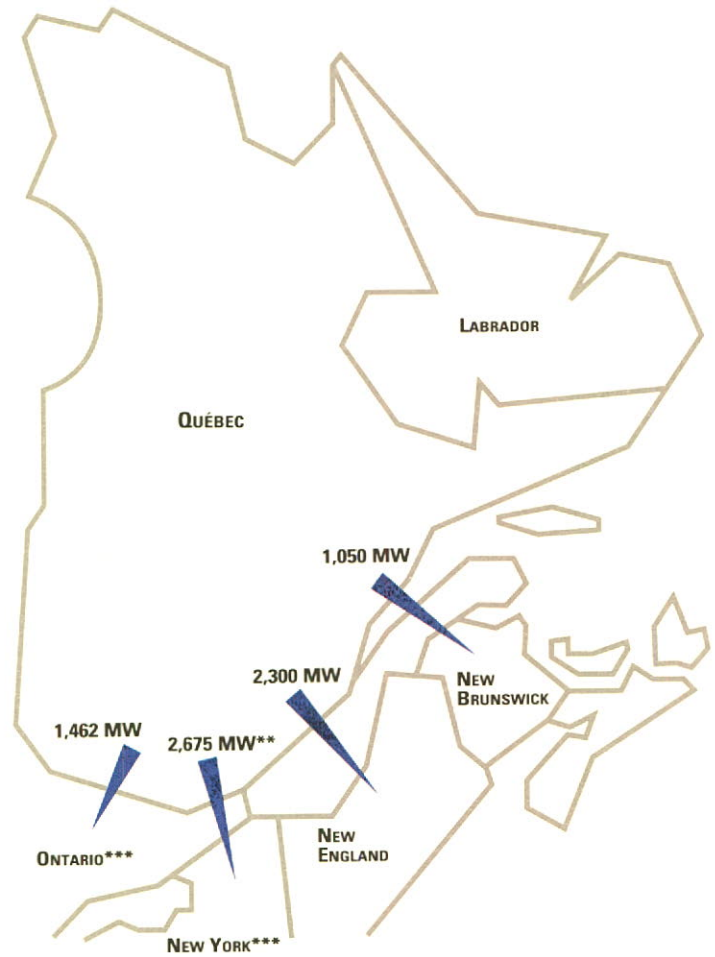
Peak demand Peak demand for priority requirements on the system during the winter of 1991-1992 occurred on Thursday, January 16, 1992, at 6 p.m., when demand reached 29,922 MW, compared with the previous winter's peak of 27,522 MW, an increase of 8.7%.

Jean-Pierre Tardif accompanies students visiting Hydro-Québec's electric and magnetic field interpretation centre, Électrium, who want to know more about phenomena caused by electricity in their environment.

ENERGY FLOWS 1991
(in millions of kilowatthours)



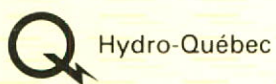
INTERCONNECTIONS WITH NEIGHBORING SYSTEMS *
(at December 31, 1991)



* Total interconnection capacity is 7,487 MW.

** New York State's reception capacity is limited to 2,495 MW.

*** Ontario and New York State are served by the same installations, limiting the simultaneous export capacity to these two systems to 2,987 MW. Hydro-Québec's total simultaneous export capacity is 6,337 MW.



Hydro-Québec

Our Commitment Is To You

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